

B1 (Official Form 1)(1/08)

United States Bankruptcy Court
Western District of Washington

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Gen Con LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 75-3056980	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 120 Lakeside Ave #100 Seattle, WA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 98122	ZIP Code
County of Residence or of the Principal Place of Business: King	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):	

Type of Debtor (Form of Organization) (Check one box)	Nature of Business (Check one box)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP)	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13
<input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	TAX-EXEMPT ENTITY (Check box, if applicable)	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
	<input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box)
		<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box)	Chapter 11 Debtors
<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.
	Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information *** Shelly Crocker 21232 ***										THIS SPACE IS FOR COURT USE ONLY																									
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																																			
Estimated Number of Creditors <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1- 49</td> <td>50- 99</td> <td>100- 199</td> <td>200- 999</td> <td>1,000- 5,000</td> <td>5,001- 10,000</td> <td>10,001- 25,000</td> <td>25,001- 50,000</td> <td>50,001- 100,000</td> <td>OVER 100,000</td> <td colspan="2"></td> </tr> </table>												<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1- 49	50- 99	100- 199	200- 999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	OVER 100,000		
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																								
1- 49	50- 99	100- 199	200- 999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	OVER 100,000																										
Estimated Assets <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> <td colspan="2"></td> </tr> </table>												<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion								
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																								
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion																										
Estimated Liabilities <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> <td colspan="2"></td> </tr> </table>												<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion								
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																								
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion																										

B1 (Official Form 1)(1/08)

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Gen Con LLC
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)		
Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)		
Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.		
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.		
Information Regarding the Debtor - Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment) _____ (Address of landlord) <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).		

B1 (Official Form 1)(1/08)

Voluntary Petition

(This page must be completed and filed in every case)

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney***X** /s/ Shelly Crocker

Signature of Attorney for Debtor(s)

Shelly Crocker 21232

Printed Name of Attorney for Debtor(s)

Crocker Kuno PLLC

Firm Name

720 Olive Way #1000
Seattle, WA 98101

Address

206-624-9894 Fax: 206-624-8598

Telephone Number

February 15, 2008

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Adrian Swartout

Signature of Authorized Individual

Adrian Swartout

Printed Name of Authorized Individual

President

Title of Authorized Individual

February 15, 2008

Date

Signatures

Name of Debtor(s):

Gen Con LLC**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person,or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

**CERTIFICATE OF ADOPTION
OF CORPORATE RESOLUTION**

I, Peter Adkison, declare under penalty of perjury that I am the Manager of Gen Con LLC, a Washington limited liability company, and that on December 21, 2007, the following resolution was duly adopted by the sole Member of the company.

"Whereas, it is in the best interest of this Company to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that Adrian Swartout, President of this Company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Company; and

Be It Further Resolved, that Adrian Swartout, President of this Company, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case; and

Be It Further Resolved, that Adrian Swartout, President of this Company, is authorized and directed to employ Shelly Crocker, attorney, and the law firm of Crocker Kuno PLLC to represent the Company in such bankruptcy case."

DATED this 21 day of December, 2007.

GEN CON LLC



Peter Adkison, Manager

**MEMBER CONSENT
CORPORATE RESOLUTION**

I, Peter Adkison, the sole member of Gen Con LLC, a Washington limited liability company, in accordance with paragraph 8.2 of the Limited Liability Company Agreement dated May 15, 2002, hereby adopt the following resolutions:

Whereas, it is in the best interest of this Company to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that Adrian Swartout, President of this Company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Company; and

Be It Further Resolved, that Adrian Swartout, President of this Company, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case; and

Be It Further Resolved, that Adrian Swartout, President of this Company, is authorized and directed to employ Shelly Crocker, attorney, and the law firm of Crocker Kuno PLLC to represent the Company in such bankruptcy case.

DATED this 21 day of December, 2007.

GEN CON LLC



Peter Adkison, Member

United States Bankruptcy Court
Western District of Washington

In re **Gen Con LLC**

Debtor(s)

Case No.
Chapter**11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Geo. E. Fern Co. 1500 Old Leonard Ave Columbus, OH 43219-2509	Geo. E. Fern Co. 1500 Old Leonard Ave Columbus, OH 43219-2509	SWCIV Decor		748,956.81
John Jordan Loan 1122 E Pike St #692 Seattle, WA 98122	John Jordan Loan 1122 E Pike St #692 Seattle, WA 98122			542,971.03
Hasbro Inc POB 281480 Atlanta, GA 30384-1480	Hasbro Inc POB 281480 Atlanta, GA 30384-1480			431,055.00
Lucasfilm Ltd POB 29901 San Francisco, CA 94129-0905	Lucasfilm Ltd POB 29901 San Francisco, CA 94129-0905	Hyperspace/Royalty/Advance		284,099.32
Thomas DesBrisay Loan 1716 Victoria Ave SW Seattle, WA 98126	Thomas DesBrisay Loan 1716 Victoria Ave SW Seattle, WA 98126			211,601.67
Make A Wish Foundation 3550 North Central AVE Suite 300 Phoenix, AZ 85012-2127	Make A Wish Foundation 3550 North Central AVE Suite 300 Phoenix, AZ 85012-2127	CIV Charity Action Proceeds		148,562.13
Los Angeles Convention Ctr 1201 S Figueroa St Los Angeles, CA 90015	Los Angeles Convention Ctr 1201 S Figueroa St Los Angeles, CA 90015			148,342.50
Westin Bonaventure Hotel 4004 S Figueroa St Los Angeles, CA 90071	Westin Bonaventure Hotel 4004 S Figueroa St Los Angeles, CA 90071	attrition/unpaid conference charges		140,401.69
The Biltmore Hotel 506 S Grand Ave Los Angeles, CA 90071-2602	The Biltmore Hotel 506 S Grand Ave Los Angeles, CA 90071-2602			138,623.85
Board of Equalization POB 942879 Sacramento, CA 94279-7070	Board of Equalization POB 942879 Sacramento, CA 94279-7070	Sales Tax		131,636.18
Hidden City Games 120 Lakeside Ave Seattle, WA 98122	Hidden City Games 120 Lakeside Ave Seattle, WA 98122	(Asmodee) Loan		125,000.00

B4 (Official Form 4) (12/07) - Cont.

In re Gen Con LLC

Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date February 15, 2008

Signature /s/ Adrian Swartout
Adrian Swartout
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Western District of Washington

In re Gen Con LLC

Debtor(s)

Case No.

Chapter

11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$ <u>50,000.00</u>
Prior to the filing of this statement I have received.....	\$ <u>50,000.00</u>
Balance Due.....	\$ <u>0.00</u>

2. \$ 1,039.00 of the filing fee has been paid.

3. The source of the compensation paid to me was:

Debtor Other (specify):

4. The source of compensation to be paid to me is:

Debtor Other (specify):

5. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtors in any dischargeability actions, judicial lien avoidances, contested relief from stay actions or any other adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: February 15, 2008

/s/ Shelly Crocker
Shelly Crocker 21232
Crocker Kuno PLLC
720 Olive Way #1000
Seattle, WA 98101
206-624-9894 Fax: 206-624-8598

**United States Bankruptcy Court
Western District of Washington**

In re **Gen Con LLC**

Debtor

Case No. _____

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Peter Adkison 120 Lakeside Ave #100 Seattle, WA 98126			100%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date February 15, 2008Signature /s/ Adrian Swartout

**Adrian Swartout
President**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

0 continuation sheets attached to List of Equity Security Holders

**United States Bankruptcy Court
Western District of Washington**

In re Gen Con LLC

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: February 15, 2008

/s/ Adrian Swartout

Adrian Swartout/President
Signer>Title

ADAM'S MARK HOTELS
2544 EXECUTIVE DR
INDIANAPOLIS, IN 46240

ALLEN MAXWELL & SILVER, INC.
190 SYLVAN AVENUE
ENGLEWOOD CLIFFS, NJ 07632

ANAHEIM/ORANGE COUNTY
VISITORS & CONVENTION BUREAU
800 KATELLA AVE
ANAHEIM, CA 92803-4270

BEST WESTERN
410 S MISSOURI STREET
INDIANAPOLIS, IN 46225

BOARD OF EQUALIZATION
POB 942879
SACRAMENTO, CA 94279-7070

CALIFORNIA FRANCHISE TAX BOARD
POB 942857
SACRAMENTO, CA 94257-0601

CANTERBURY HOTEL
123 SOUTH ILLINOIS ST
INDIANAPOLIS, IN 46225

CAPITAL IMPROVEMENT BOARD
100 S CAPITOL AVE
INDIANAPOLIS, IN 46225

CAPITAL IMPROVEMENT BOARD
OF MANAGERS OF MARION COUNTY
100 SOUTH CAPITAL AVENUE
INDIANAPOLIS, IN 46225-1071

COMFORT SITES
INDIANAPOLIS CITY CENTRE
519 S WEST STREET
INDIANAPOLIS, IN 46225

CONRAD INDIANAPOLIS HOTEL
50 WEST WASHINGTON ST
INDIANAPOLIS, IN 46204

CONVENTION MANAGEMENT RESOURCE
33 NEW MONTGOMERY ST #1420
SAN FRANCISCO, CA 94105

COURTYARD BY MARIOTT DOWNTOWN
501 W WASHINGTON
INDIANAPOLIS, IN 46204

COURTYARD BY MARRIOTT CAPITAL
320 N SENATE AVENUE
INDIANAPOLIS, IN 46204

CROWNE PLAZA HOTEL
123 WEST LOUISANA ST
INDIANAPOLIS, IN 46225

DAVID B. BLOOM
3580 WILSHIRE BLVD, STE 1045
LOS ANGELES, CA 90010

EMBASSY SUITES HOTEL
110 WEST WASHINGTON ST
INDIANAPOLIS, IN 46204

FIRST PRIVATE BANK & TRUST
C/O ADAM G. SNYDER
INSLEE BEST
777 - 108TH AVE NE #1900
BELLEVUE, WA 98009-9016

GEO. E. FERN CO.
1500 OLD LEONARD AVE
COLUMBUS, OH 43219-2509

HAMPTON INN DOWNTOWN
105 SOUTH MERIDIAN ST
INDIANAPOLIS, IN 46225

HASBRO INC
POB 281480
ATLANTA, GA 30384-1480

HIDDEN CITY GAMES
120 LAKESIDE AVE
SEATTLE, WA 98122

HILTON GARDEN INN
10 EAST MARKET
INDIANAPOLIS, IN 46204

HILTON INDIANAPOLIS
120 WEST MARKET ST
INDIANAPOLIS, IN 46204

HOLIDAY INN EXPRESS
410 SOUTH MISSOURI ST
INDIANAPOLIS, IN 46225

HOLIDAY INN SELECT
2501 SOUTH HIGH SCHOOL RD
INDIANAPOLIS, IN 46241

HYATT HOTELS & RESORTS
ONE SOUTH CAPITAL AVE
INDIANAPOLIS, IN 46204

INDIANA CONVENTION CENTER
1000 SOUTH CAPITAL AVENUE
INDIANAPOLIS, IN 46225

INDIANA DEPARTMENT OF REVENUE
POB 7218
INDIANAPOLIS, IN 46207-7218

INDIANAOPLIS MARRIOTT DOWNTOWN
350 WEST MARYLAND ST
INDIANAPOLIS, IN 46225

ISSG
POB 33547
GRANADA HILLS, CA 91394

JOHN JORDAN LOAN
1122 E PIKE ST #692
SEATTLE, WA 98122

LESCHI PARTNERS LLP
C/O DAVIS WRIGHT TREMAINE
ATTN: A. PETER PARSONS
1501 4TH AVE, STE 2600
SEATTLE, WA 98101

LGC ASSOCIATES LLC
POB 931974
CLEVELAND, OH 44193

LOS ANGELES CONVENTION CTR
1201 S FIGUEROA ST
LOS ANGELES, CA 90015

LUCASFILM LTD
POB 29901
SAN FRANCISCO, CA 94129-0905

MAKE A WISH FOUNDATION
3550 NORTH CENTRAL AVE
SUITE 300
PHOENIX, AZ 85012-2127

OMNI SEVERIN HOTELS
40 WEST JACKSON PLACE
INDIANAPOLIS, IN 46225

PETER ADKISON
120 LAKESIDE AVE #100
SEATTLE, WA 98126

PHILLIPS ERLEWINE & GIVEN LLP
50 CALIFORNIA ST, 35TH FLOOR
SAN FRANCISCO, CA 94111

RA CONSULTING
2700 N MAIN ST #1070
SANTA ANA, CA 92705

RADISSON HOTEL CITY CENTRE
31 WEST OHIO ST
INDIANAPOLIS, IN 46204

RAMADA INDIANAPOLIS AIRPORT
5601 FORTUNE CIRCLE WEST
INDIANAPOLIS, IN 46241

REACTION AUDIO VISUAL, LLC
9951 MUIRLANDS
IRVINE, CA 92618

SANDY B. GARFINKEL
ECKERT SEAMONS
US STEEL TOWER
600 GRANT STREET, 44TH FLOOR
PITTSBURGH, PA 15219

STAYBRIDGE SUITES
INDIANAPOLIS CITY CENTRE
535 S WEST STREET
INDIANAPOLIS, IN 46225

THE BILTMORE HOTEL
506 S GRAND AVE
LOS ANGELES, CA 90071-2602

THE HILTON FAMILY
HOMWEOD SUITES INDIANAPOLIS

THE ONION
ATTTN: ACCOUNTS RECEIVABLE
551 W MAIN ST
MADISON, WI 53703

THE WESTIN
50 SOUTH CAPITOL AVENUE
INDIANAPOLIS, IN 46204

THOMAS DESBRISAY LOAN
1716 VICTORIA AVE SW
SEATTLE, WA 98126

WALT DISNEY WORLD CO
WDE MAINGATE
POB 10000
LAKE BUENA VISTA, FL 32830

B4 (Official Form 4) (12/07) - Cont.

In re Gen Con LLC

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Indiana Department of Revenue POB 7218 Indianapolis, IN 46207-7218	Indiana Department of Revenue POB 7218 Indianapolis, IN 46207-7218	sales and income taxes	Disputed	116,858.70
RA Consulting 2700 N Main St #1070 Santa Ana, CA 92705	RA Consulting 2700 N Main St #1070 Santa Ana, CA 92705			89,036.00
First Private Bank & Trust c/o Adam G. Snyder Inslee Best 777 - 108th Ave NE #1900 Bellevue, WA 98009-9016	First Private Bank & Trust c/o Adam G. Snyder Inslee Best Bellevue, WA 98009-9016	First Private Bank & Trust v. Gen Con, LLC, King County Superior Court No. 07-2-32633-2SEA		74,250.00
Capital Improvement Board 100 S Capitol Ave Indianapolis, IN 46225	Capital Improvement Board 100 S Capitol Ave Indianapolis, IN 46225	Marion County admission		31,356.68
LGC Associates LLC POB 931974 Cleveland, OH 44193	LGC Associates LLC POB 931974 Cleveland, OH 44193			31,175.61
Convention Management Resource 33 New Montgomery St #1420 San Francisco, CA 94105	Convention Management Resource 33 New Montgomery St #1420 San Francisco, CA 94105			30,035.00
Walt Disney World Co WDE Maingate POB 10000 Lake Buena Vista, FL 32830	Walt Disney World Co WDE Maingate POB 10000 Lake Buena Vista, FL 32830			29,368.00
California Franchise Tax Board POB 942857 Sacramento, CA 94257-0601	California Franchise Tax Board POB 942857 Sacramento, CA 94257-0601	Taxes		24,430.00
The Onion Attn: Accounts Receivable 551 W Main St Madison, WI 53703	The Onion Attn: Accounts Receivable 551 W Main St Madison, WI 53703			22,710.53

WESTIN BONAVENTURE HOTEL
4004 S FIGUEROA ST
LOS ANGELES, CA 90071

**United States Bankruptcy Court
Western District of Washington**

In re **Gen Con LLC**

Debtor(s)

Case No.
Chapter**11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Gen Con LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Peter Adkison
120 Lakeside Ave #100
Seattle, WA 98126**

None [*Check if applicable*]

February 15, 2008

Date

/s/ Shelly Crocker

Shelly Crocker 21232

Signature of Attorney or Litigant
Counsel for **Gen Con LLC**
Crocker Kuno PLLC
720 Olive Way #1000
Seattle, WA 98101
206-624-9894 Fax:206-624-8598
